SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

03028534

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response 1

SEC USE ONLY							
Prefix		Serial					
D.A	DATE RECEIVED						

							PROC	ESSED
Name of Offering (check if this is GMAC Commercial Military Ho		-		•	003A	Í	AUG O	
Filing Under (Check box(es) that apply):	□ Rule 504	□ Rule 505	⊠ Rule 50	6 🗆	Section 4(6)	□ ULOE	FINA	NCIAL.
Type of Filing: ■ New Filing □ A	mendment					limod 6. Z	I.G.	
7.55	0.000000	A. BASIC IDENT	IFICATION	DATA	:	JUL 31:	7.003	
1. Enter the information requested a	bout the issuer				×	70C 2 1		
Name of Issuer (check if this is as GMAC Commercial Holding Capital			d indicate char	nge.)	E-section		<u> </u>	
Address of Executive Offices 1801 California Street, Suite 3700, I		umber and Street, Ci	ty, State, Zip (Code)		hone Number 585-4591	(Including A	rea Code)
Address of Principal Business Opera (if different from Executive Offices)		umber and Street, Ci	ty, State, Zip (Code)	Telep	hone Number	(Including A	rea Code)
Brief Description of Business The loan was made in order to finan	ce the costs of reno	vating existing hous	ing and certain	constructio	n and property	support service	es to the U.S	. Navy
Type of Business Organization ☑ corporation ☐ business trust	•	ership, already form ership, to be formed	ed l	□ other (ple	ease specify):			
Actual or Estimated Date of Incorpo	oration or Organizati	Month on: [06]	Year [1983]	☑ Actual	□ Estima	ated		
Jurisdiction of Incorporation or Org	,	o-letter U.S. Postal la; FN for other fore					CR	GH

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) GMAC Commercial Holding Corp. c/o GMA	C Commercial Mortgage Cor	poration		
Business or Residence Address (Number an 200 Witmer Rd., P.O. Box 1015, Horsham, P		е)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Creamer David E.				
Business or Residence Address (Number and 200 Witmer Rd., Horsham, PA	nd Street, City, State, Zip Cod	e)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Barker Scot B.				=
Business or Residence Address (Number and 1801 California St., Ste. 3700 Denver, CO	nd Street, City, State, Zip Cod	e)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Dunleavy Charles E., Jr.				

Ford Island

Form D											Pag	e 5 of 10
Business or	Residence A	Address (Ni	umber and S	treet, City,	State, Zip C	ode)	=					1 30000
Name of As	sociated Br	oker or Dea	ler	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>							-	
States in W						nasers						- Johns Augusta
(Check "All												☐ All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD j	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last name f	first, if indiv	vidual)									
Business or	Residence A	Address (Ni	umber and S	treet, City,	State, Zip C	ode)						
Name of As	sociated Bro	oker or Dea	ler				-					
Control Na	L'.1. D	7 1 1 TT	0.11.14.1	T . 1 C	7-11-14 D 1			1-0417/28				
States in WI (Check "All					Solicit Purch	nasers		••••				☐ All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
								his sheet, as)		
		C OFF	ERING PR	ICE NIIM	RED OF I	VVESTOR	S EVDENS	ES AND U	SE OF PRO	CFFDS	<u> </u>	
-		C. OFF	EKINGTK	TCE, IVOIV	DER OF II	WEST OK.	5, EAF ENS	ES AND U	SE OF TRO	CEEDS		
Enter "0"	if answer is	"none" or '	rice of secur 'zero." If the amounts of	e transaction	n is an exch	ange offerin	g, check this	s box 🛮 and				
Тур	e of Security	y								Aggregate fering Price		nount ady Sold
Deb	t		••••••						\$	(0
Equ	ity Coı		□ Preferred						\$	114,000,000	<u> </u>	<u>4,000,000</u>
Con			uding warra				**************		\$	() \$	0
Parti	nership Inter	rests		·····		,			\$	(- :	0
Oth	er (Specify _).		\$ \$	114,000,000		0 4,000,000
			ix, Column 3					**********	ა	114,000,000) p <u> </u>	+,000,000
offering ar number of	nd the aggre f persons wh	gate dollar no have pure	d and non-ac amounts of chased secur "none" or "	their purcha	ses. For off	ferings unde	r Rule 504,	indicate the	the			gregate
									•	lumber of Investors		r Amount urchases
			••••••									4,000,000
									-	() \$	0
	-	-	Rule 504 on	•							_	
,	Answer also	in Append	ix, Column 4	4, if filing u	nder ULOE							
sold by the	e issuer, to c	date, in offe	under Rule 5 rings of the ssify securiti	types indica	ted, in the t	welve (12) r	nonths prior					
										Type of		ollar
Тур	e of offering	3								Security	Amo	unt Sold
			•••••								- \$	
02-149671.1	uiation A	••••••	••••••	***********	•••••						_ ⊅	<u> </u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS		
Rule 504			\$ \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees (GMACCH Capital Corp \$425,000; Credit Enhancer - \$100,000; Borrower - \$243,000) Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately) (GMACCH Capital Corp. Series A Origination Fee Other Expenses (identify) GMACCH Capital Corp. Expenses Third Party Expenses Rating Agency Fees (Moody's - \$45,600; Standard & Poor's - \$57,000). Trustee's Fee. Prepayment of Credit Enhancement Fees. Surety Policy from Credit Enhancer Hedge Accrued Interest. Hedge Breakage Fee. Total			\$ 0 \$ 768,000 \$ 0 \$ 0 \$ 1,710,000 \$ see below \$ 3,470,000 \$ 102,600 \$ 7,500 \$ 76,000 \$ 510,000 \$ 190,500
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds"			\$ 106,495,400
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the			100,425,400
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	Payments to Officers, Directors, & Affiliates		Payments To Others
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the	Officers, Directors, & Affiliates	0	Payments To Others
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Salaries and fees	Officers, Directors, & Affiliates □\$	<u>0</u>	Payments To Others □\$ 0
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Salaries and fees	Officers, Directors, & Affiliates \$\\$	0	Payments To Others \$\Boxed{0}\$ \$\Boxed{0}\$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment.	Officers, Directors, & Affiliates \$\\$ \$\\$ \$\\$	0	Payments To Others \$\infty\$ 0 \$\infty\$ 0 \$\infty\$ 0
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Salaries and fees	Officers, Directors, & Affiliates \$\\$	0 0 0	Payments To Others S 0 \$ 0 \$ 0 \$ 0
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value	Officers, Directors, & Affiliates \$\\$ \$\\$ \$\\$	0	Payments To Others \$\infty\$ 0 \$\infty\$ 0 \$\infty\$ 0
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	Officers, Directors, & Affiliates \$ \$ \$ \$ \$	0 0 0	Payments To Others S 0 \$ 0 \$ 0 \$ 0
Salaries and fees. Purchase of real estate	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$	0 0 0 0	Payments To Others \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$	0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$	0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$	0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0	Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees. Purchase of real estate. Purchase, rental or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital. Other (specify): Transition Reserve. Insurance Reserve. Title Fee.	Officers, Directors, & Affiliates \$		Payments To Others □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$ 0 □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Payments To Others □\$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Transition Reserve Insurance Reserve Insurance Reserve Title Fee Deposit to Improvement Account Deposit to Improvement Account	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Payments To Others □\$
Salaries and fees	Officers, Directors, & Affiliates \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$		Payments To Others □\$

C. OFFERING PRICE, NUMBER OF IN	VESTORS, EXPENSES ANI	USE OF PROCEEDS	
One Month-Operating Expenses		□\$	<u>0</u> ⊠\$ <u>360,322.56</u>
Initial Revitalization Draw		□\$	<u>0</u> 🗷\$ <u>2,424,330</u>
Revitalization Account		□\$	0 \S\\\\10,033,059.04
Utility Advance Payment		□\$	<u>0</u> ≥\$ <u>1,444,944</u>
Column Totals		□\$	<u>0</u> ∑ \$ <u>106,495,40</u>
Total Payments Listed (column totals added)		图 \$1	06,495,400
	AL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned signature constitutes an undertaking by the issuer to furnish to the U.S information furnished by the issuer to any non-accredited investor pursu	Securities and Exchange Co	mmission, upon written	
)	
Issuer (Print or Type) GMAC Commercial Holding Capital Corp.	Signature	Date July <u>15</u> , 2003	
Name of Signer (Print or Type) Dan Ray	Title of Signer (Print or Senior Vice President an		
A 7	TENTION		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) GMAC Commercial Holding Capital Corp.	Signature	Date July <u>15</u> , 2003
Name of Signer (Print or Type) Dan Ray	Title of Signer (Frint or Type) Senior Vice President and Manag	ging Director

Form D *Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D'must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

	· · · · · · · · · · · · · · · · · · ·		,		T		mg-v-rane			
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of secu and aggreg offering pr offered in st	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			Disqual under Sta (if yes,	te ULOE attach ation of granted)
State	Yes	No			Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			,1154							
AK			,	١.						
AZ			,	,						
AR										
CA	-	1	1.					-		
СО										
СТ										
DE							-			
DC			, .	-						
State	Yes	No	,	ť	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
FL										
GA				•						
HI				·						
ID				'						
IL				•						
IN										
IA										
KS			•					:		
KY										
LA				·						
ME				•						
MD				•						

Form D Page 9 of 10

orm D									Page 9 of 1		
1 :	2		3			4			5		
	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type o amount pe (Par	Type of investor and mount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
MA					1						
MI											
MN											
MS											
МО											
МТ											
NE		***									
NE											
NV											
NH											
NJ			1			-					
NM											
NY		**************************************									
NC	,										
ND											
ОН		-									
OK			· · · · · · · · · · · · · · · · · · ·								
OR											
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
PA											
RI											
SC			7 - 30 - 20 - 21				······································				
SD								-	:		
TN											
TX											
UT									:		
VT											
VA											
WA											
WV											
WI											

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j	2	3	4	5 Diamelification
	on Intertd to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)	Type of investor and amount purchased in State (Part C-Item 2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
WY				
PR				

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 6/06/2002